

Michael A. Calano, Esq.
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Attorneys for the Defendants

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
BALLET JEWELS, LLC,

Plaintiff,

-against-

**VERIFIED
ANSWER**

UT FREIGHT SERVICE (USA) LTD., and
UT FREIGHT FORWARDERS LTD,

08 CV 4904

Defendants.
-----X

The defendants, UT FREIGHT SERVICE (USA) LTD., and
UT FREIGHT FORWARDERS LTD, as and for their Answer to
plaintiff's Complaint allege through its attorneys CALANO &
CULHANE, LLP upon information and belief as follows:

1. Denies each and every allegation set forth in Paragraphs of
"2", "4", "13", "14" "16", "17", "18", "19", "20", "21", "22", "23", "25",
"26", "27", "28", "29", "30", "33", "34", "35", "36", "38", "39", "40", "41",
"43", "44", "45", "46", and "47" of plaintiff's Complaint.

2. Denies knowledge and information sufficient to form a belief as to the allegations set forth in Paragraphs "1", "3", "5", "10", "12", and "15", of plaintiff's Complaint.

3. Denies, but repeats, reiterates and realleges each and every allegation set forth in Paragraphs "24", "31", "37" and "42" of plaintiff's Complaint.

4. Admits each and every allegation set forth in Paragraphs "6", "7", "8", "9", "11", and "32" of plaintiff's Complaint.

AS AND FOR A FIRST AFFIRMATIVE DEFENSE

5. The plaintiff is barred from any recovery on any of its claims based upon an accord and satisfaction.

AS AND FOR A SECOND AFFIRMATIVE DEFENSE

6. The Complaint, and each and every cause of action therein, fail to state a cause of action against the defendants.

AS AND FOR A THIRD AFFIRMATIVE DEFENSE

7. Plaintiff has waived, relinquished and/or abandoned and are estopped to assert any claim for relief against the defendants respecting the matters which are the subject of the Complaint and all claims contained therein.

AS AND FOR A FOURTH AFFIRMATIVE DEFENSE

8. Plaintiff is barred from obtaining any relief on its Complaint in that, by conduct, representations and omissions, plaintiff has waived or relinquished any claim for relief against the defendants respecting the matters which are the subject of the Complaint and the causes of action contained therein

AS AND FOR A FIFTH AFFIRMATIVE DEFENSE

9. Plaintiff is barred from obtaining any relief in this action by the Doctrine of Laches.

AS AND FOR A SIXTH AFFIRMATIVE DEFENSE

10. Plaintiff's claims are barred to the extent an award would constitute unjust enrichment.

AS AND FOR DEFENDANTS' COUNTER CLAIM

11. That all times hereinafter mentioned the defendants were and still are corporations, duly organized and existing under and by virtue of the laws of the State of New York, and having their principal place of business at 161-15 Rockaway Boulevard, Room 219, Jamaica, New York 11434.

12. That upon information and belief, the plaintiff, BALLET JEWELS, LLC, is now and at all times hereinafter mentioned was a foreign corporation, duly organized and existing under and by virtue of the laws of the State of Delaware, and having its principal place of business at Building 12B, River Terminal, 12 Hackensack Avenue, Kearny, New Jersey 07032.

13. That upon information and belief, plaintiff and defendants were parties to a contract.

14. That upon information and belief, plaintiff and defendants were parties to an agreement to export merchandise.

15. That upon information and belief, plaintiff and defendants were parties to a contract under which the plaintiff agreed to export merchandise for the defendant.

16. That upon information and belief, at all times hereinafter mentioned, defendants fully complied with and abided by the terms of the contract.

17. That upon information and belief, at all times hereinafter mentioned, plaintiff failed to comply with and failed to abide by the terms of the contract.

18. That as a result of said breach, the defendants have been damaged in the sum of EIGHT HUNDRED SIXTY-NINE THOUSAND SIX HUNDRED AND SIXTY-SIX DOLLARS AND SEVENTY-SIX CENTS (\$869,666.76).

AS AND FOR A SECOND CAUSE OF ACTION

19. Defendants repeat, reiterate and reallege each and every allegation set forth in defendants' First Cause of Action, as if set forth at length herein.

20. That plaintiff, its agents, servants, and/or employees made the following representations to the defendants, and representations of similar kind:

To pay the defendants the agreed upon amount to have the plaintiff's merchandise shipped from China to the U.S.A.

21. That said representations were made to make defendants act in and reliance upon said misrepresentation.

22. That defendants justifiably relied on said representations.

23. That said representations were false.

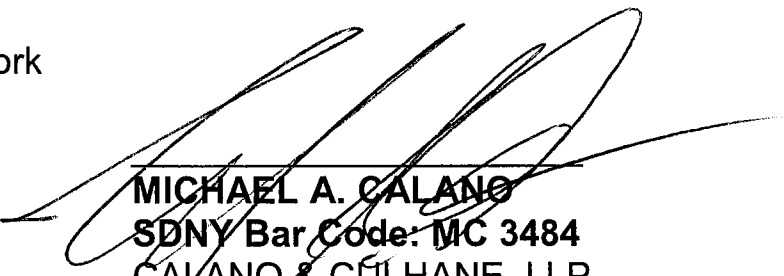
24. That plaintiff failed to comply with the representation made to defendants.

15. That as a result of the occurrence, the defendants were damaged in the sum of EIGHT HUNDRED SIXTY-NINE THOUSAND SIX HUNDRED AND SIXTY-SIX DOLLARS AND SEVENTY-SIX CENTS (\$869,666.76).

WHEREFORE, the answering defendants demand a judgment as follows:

- a) Dismissing the plaintiff's complaint;
- b) Directing plaintiff to reimburse them for legal fees, costs and disbursements incurred in the defense of this action and prosecution of cross-claims.

Dated: New York, New York
July 8, 2008.



MICHAEL A. CALANO
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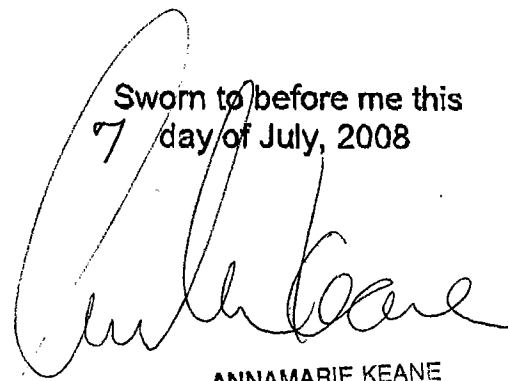
TO:

Bingham McCutchen, LLP
Attorneys for the Plaintiff
399 Park Avenue
New York, New York 10022

FRANKY YK FONG, being duly sworn, deposes and says:

That your deponent is the plaintiff in the within action; deponent has read the foregoing **ANSWER** and knows the contents thereof; the same is true to deponent's own knowledge, except as to the matters therein alleged upon information and belief, and as to those matters deponent believes to be true.

Sworn to before me this
7 day of July, 2008


ANNAMARIE KEANE
Notary Public, State of New York
No. 01KE6138659
Qualified in Dutchess County
Commission Expires Dec. 27, 2009


FRANKY YK FONG

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SOUTHERN DISTRICT OF NEW YORK

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SERVICE OF A COPY OF THE
WITHIN IS HEREBY ADMITTED:

Dated: